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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

:

In re:

: Chapter 11

DELPHI CORPORATION, et al.,

Case No. 05-44481 (RDD)

Hearing Date: May 10, 2007

Debtors.

(Jointly Administered)

DECLARATION OF RUSSELL A. DUDAN IN SUPPORT OF HB PERFORMANCE SYSTEMS, INC.'S SUPPLEMENTAL RESPONSE

- I, Russell A. Dudan, declare pursuant to 28 U.S.C. § 1746 and under penalty of perjury that the following is true and correct:
- 1. I based this declaration on my personal knowledge of the facts and circumstances attested to herein.
- 2. I am the Vice President, CTO, GM Aftermarket Products of HB Performance Systems, Inc. (f/k/a Hayes Brake LLC)("HB") and have held the position of Vice President and CTO since June of 2003.
 - 3. I have been the person at HB who is responsible for managing the engineering

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and related services provided by Delphi Automotive Systems, LLC under the terms of the August 1, 2002 Agreement that is the subject of this bankruptcy claim made by HB (the "Agreement") since the Agreement was signed.

- 4. By way of history, Delphi and HB entered into the Agreement as the result of Harley-Davidson's announcement that its goal was to use a sole U.S. based brake system manufacturer for all of its brake system platforms including those that would incorporate antilock brake systems ("ABS"). Harley-Davidson suggested to HB that, because of Delphi's technical capabilities, cost modeling efficiencies and experience with ABS, among other things, that HB work with Delphi in connection with its efforts to become Harley-Davidson's sole U.S. based brake system manufacturer.
- 5. Beginning in August of 2002, I began working with Delphi under the terms of the Agreement to support the HB development of a brake system that would fulfill Harley-Davidson's requirements. In addition, HB promoted the Delphi ABS brake system (which would be coupled with an HB brake system platform) to its contacts at Harley-Davidson which it had developed over the years of its relationship as a Harley-Davidson brake supplier. Also, HB shared information and experiences with Delphi which accelerated their understanding of motorcycle brake systems.
- 6. In early 2003, HB and Delphi learned from Harley-Davidson that HB would not get 100% of the 2007 Harley-Davidson Platform.
- 7. Upon learning this, Mr. McNally initiated discussions with Delphi to renegotiate the Agreement as required by the Compensation provisions thereof. The concern, as anticipated in the Agreement, was that since HB did not get 100% of the 2007 Harley-Davidson Platform, it

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would not be able to get the "average of 10,000 hours per year" of Delphi engineering and related services required thereunder.

- 8. Despite efforts to renegotiate the Agreement, Delphi assured HB that it would still be able to get the requisite average of 10,000 hours per year of services, that the parties should continue to work together to jointly convince Harley-Davidson that it should use the Delphi ABS system and the HB brake system platform on certain of its motorcycles including the Softail and the Dyna.
- 9. As a result of Delphi's refusal to renegotiate the terms of the Agreement and its insistence that it could provide HB with the requisite engineering services required under the terms of the Agreement, I continued to work with Joe Elliott, my counterpart at Delphi, on the ABS system as well as on promoting the Delphi ABS brake system to Harley-Davidson.
- 10. Joe Elliott and I met every other week (in person or by telephone) to discuss the work the parties were doing pursuant to the terms of the Agreement. Mr. Elliott created an Action Item List which was updated and which reflects all of the projects undertaken by the parties under the terms of the Agreement. A true and correct copy of that Action Item List is attached as Exhibit A.
- 11. Notwithstanding efforts by both Joe Elliot and myself to be creative and find ways to use the average 10,000 hours per year of engineering services Delphi was obligated to provide under the Agreement, as HB anticipated, the fact that HB was not going to get 100% of the 2007 Harley-Davidson Platform made it virtually impossible to find enough ways to use the Delphi hours.

- 12. On June 30, 2004, I accompanied the President of HB, Rand McNally, to a meeting with Delphi representatives to discuss the fact that, despite Delphi's representations to the contrary about being able to find ways for HB to use the engineering services for which it was paying, Delphi was simply not able to provide an average of 10,000 hours per year of such services.
- 13. To make matters worse, in July of 2004, Harley Davidson announced that it was going to use one ABS supplier for all of its brake platforms. At about the same time, HB learned that Delphi was working with HB's competitor, Brembo, about providing ABS systems using the Brembo brake system platform, as opposed to the HB brake system platform, to Harley-Davidson.
- 14. At the June 30, 2004 meeting, Delphi promised that it would refocus its efforts to find ways to provide the requisite services to HB. Joe Elliott and I continued to meet every other week for 3-4 hours and to work on how to get more out of the relationship. There were 100 different Action Items open on the Action Item list. For example, Delphi worked with HB on up-fitting snowmobiles and ATV's with ABS brakes, Delphi personnel took benchmarking trips to HB and vice-versa, and Delphi sent employees to HB to provide training in areas such as VSM and brake system design.
- 15. In some instances, Delphi provided the services (also referred to as "deliverables") HB requested. In other cases, it took longer than acceptable timeframes to get them. In yet others, the deliverables took over a year. Some were never completed.

 Unfortunately, any time a project had to go outside the engineering side of the Delphi business, it did not get done in a timely manner, or at all.

- 16. Again, despite these efforts, HB was not getting even close to an average of 10,000 hours per year of services from Delphi. Yet, by December of 2004, it had paid close to \$2,000,000 to Delphi under the terms of the Agreement and it could not pay any more and not get the requisite services.
- 17. In February of 2005, the parties met, again, in an attempt to determine how to get an average of 10,000 hours per year of services from Delphi as required by the terms of the Agreement. At that meeting, Delphi committed to provide a plan within 30 days for how they would accomplish that.
- 18. By March 15, 2005, I had not received such a plan and, in an effort to move things forward, on April 6, 2005, I prepared one and sent it to Kirk Wan at Delphi.
- 19. During April and May of 2005, I communicated with Delphi about the plan I had proposed but we were unable to reach an agreement about how the hours Hayes had already paid for would be "made up" or how Delphi would provide an average of 10,000 hours per year thereafter.
- 20. I calculated that HB had paid for 17,781 hours for which it did not receive any engineering or other services (or related deliverables) from Delphi. I excluded the ABS hours for which HB had paid because when Delphi went to work on an ABS system with Brembo, HB's competitor, in June of 2004, HB lost the only leverage it had to sell its brake system platform with the Delphi ABS to Harley-Davidson exclusively. As a result, all of the time and money spent on services related to ABS were completely lost to HB due solely to the conduct of Delphi.

Declaration
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Dated this 2 day of February, 2007.

Russell A. Dudan

Filter Last Review Date (for New/Closed) 3/3/2005 Due with x Days Filter 7 Hayes Brake / Delphi Action Item List Revised Due Date Date Closed Original Due Category Action Item Update Responsible Current Hayes Brake system uses DOT 5 brake fluid. Need to determine if DBC7.4 can use DOT4. If so, Kopka / Elliott we'll use DOT4 instead. Either is possible at HB (w Need to work with HB to get demo bike converted to 3-May-02 DOT 3 to be compatible with current DBC7.4 seals. CLOSED put new brake components on bike and then fill.) ABS C Demo bike to be built with DOT4, will switch to DOT5 if possible and appropriate. Develop initial spending timeline (for gear, training, CLOSED 8/22/02 Information presented, waiting for approval. Fulmer / McCready equipment, etc.) to present to Foster for approval. 3-May-02 ABS C Work with HB to schedule regular PDT's. McCready Closed 5/23/02 3-May-02 C ABS Determine availabiliy of Saginaw-owned enclosed Saginaw trailer is available to us when it is not in use Sonnenberg Closed 5/16/02 Extended trips do not appear to be possible, but two 3-May-02 to three day trips would probably work. Trailer is 24 ARS C x 8," has car ramps for rear entrance, and a flat rame for front entrance (drive-on/drive-off). CLOSED 8/15/02 Design/build an active WSS interface box for DBC7.4 Kopka reported that interface box isn't Kopka necessary for WSS signal, but is necessary for 3-May-02 interfacing the sensors to the ECU, Built 8/13, ABS C Setup review with HB to start competitive evaluations at Meeting scheduled for 5/23 at HB in Milwaukee. TRC. McCready Closed 5/16/02 3-May-02 C ABS Discuss test plans / requirements with TRC (Dennis Trip to TRC on 5/9. See email from T. McCready for Sonnenberg Closed 5/16/02 3-May-02 С ABS Evaluate outrigger possibilities. HB providing a sidecar for the development bike Sonnenberg to meet TRC requirements. 3-May-02 Closed ABS C Present safety/training proposals to Foster for approval. Showed matrix to Foster on 5/8. Need to have follow Fulmer / McCready CLOSED 9/5/02 Add max speeds to matrix. up review. Added max speeds where needed. 3-May-02

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ABS

						Hayes Brake / Delphi Actio	on Item List	11.5
#	. Date Opened	Category	O/C	Original Due Date Revised Due Date	Date Closed	Action Item	Update	Responsible
10	3-May-02	ABŞ	С		Closed	Obtain CSG project number for demo bike development.	First attempt at CSG Staff review on 5/13. Should be approved with revised info at 5/20 Staff meeting. Project approved.	McCready
11	16-May-02	ABS	С		CLOSED 8/15/02	Obtain license at TRC. Need to find out when classes are offered. See if Dennis Grisez can put together a special orientation on 6/20 or 6/21 for our group.	Classes held 2nd and 4th Tuesdays. Need to ge Jay Lers and Lee Schultz on list. Non-Delphi people cannot get licensed.	t Fulmer / McCready
.12	16-May-02	ABS	С		CLOSED 8/15/02 CLOSED	Check on availability of Superbike School	Signed up for two-day course 9/5-9/6 at Streets of Willow.	Sonnenberg
13	16-May-02	ABS	С		Closed	Find your MFMSF card!!!!	Can't find card - R. Dudan turned in COV paperwork and hasn't heard anything.	Fulmer
14	16-May-02	ABS	С		Closed	Talk to Steve Thomson about sensor coordination meeting.	Meeting to be held 5/31. Weekly reviews with Juarez to discuss.	Корка
15	23-May-02	AB\$	С		Closed	Determine if we can use DOT4 brake fluid in demo bike or if we need to stick with DOT3.	DOT 4 OK, will be used for demo bike.	Elliott / Georgin
16	23-May-02	ABS	С		CLOSED	Determine if demo bike can be delivered to Delphi prior to business agreement being finalized.	DOT 4 system on bike now. Foundation brakes to be burnished next week. Tires OK. Bike to be shipped by end of June.	Dudan
	23-May-02	ABS	С		CLOSED 1/23/03	Develop timing for two production programs.	Only need to worry about 2007 consumer bike - Nissin awarded 2005 police bike business. Update: Need to develop timing for earliest available production hardware, in case H-D decides to drop Nissin for '05 police bike business. 12/5 Update: Consumer '08MY, Police '06MY.	McCready et. al.
16	23-May-02	ABS	С		Closed	Determine how to record wheel speed information on competitive tests	Will mount separate WSS's on existing speed rings.	Duden

	Hayes Brake / Delphi Action Item List													
#	Bate Opened	Category	Q/C	Original Due Date	Revised Due Date Date Closed		Action Item	Update	Responsible					
2	23-May-02	ABS	С		Closed		Look at possibility of adding frame sliders to competitive bikes.	e R. Dudan has stated that frame sliders are being added to competitive bikes.	g Dudan					
20	23-May-02	ABS	С		Closed		Talk to Greg Crane about data crunching - what can we do, what format do we need, etc.	a Plan for initial testing is for HB to provide Delph with ASCII files.	if Sonnenberg / McCready					
21	23-May-02	ABS	С		CLOSED 8/22/02		Develop test matrix for 8MW lean-angle compensation for hi-co.	Start with standard Delphi BIT/SWB maneuvers. Modify as necessary for speeds/lat acceleration/etc. Need to modify "step-steer" requirement. Procedure developed, need to write up and present.	Fulmer / McCready / Sonnenberg					
20	23-May-02	ABS	С		Closed 12/5/02		Perform testing on DBC7.2 plate or DBC7.4 HCU with DOT5 fluid to see if there are performance issues other than seal compatibility. Need to check on performance of motors when exposed to silicone-based fluid.	10/18: M. Georgin reported that room temp pump durability testing will be performed by end of October. Will include periodic performance evaluations.	Georgin					
23	23-May-02	ABS	С		12-Jun-03		Send list of modeling inputs to R. Dudan so that he can provide info.	6/12/03 - Closed - covered under product action item #7 5/1/03 - Hayes to look at fist by 5/5 4/23/03 - Excel file with model inputs sent to Russ	Élliott					
24	23-May-02	ABS	С		CLOSED		Send R. Dudan info on Delphi instrumentation that will be added to the bikes.	Give instrumentation and info to Lee at TRC.	Sonnenberg					
25	23-May-02	ABS	С		CLOSED 8/15/02		opcod salisols.	HD Engineering not happy with the current ideas they're working with. Willing to look at any new proposals.	Dudan					
26	23-May-02	ABS	С		Closed		J'ake IIUIU.	Nissin Is using DOT4, and H-D is willing to go with it if necessary. No known suppliers would be using DOT5 fluid,	Dudan					
27	23-May-02	ABS	С		CLOSED 8/15/02		Send front wheel and rear belt sprocket drawings to Richard Brown for wheel speed sensor design.	Packaging drawings sent.	Dudan					

							Hayes Brake / Delphi Actio	on Item List	
# 6	Category	OH Y	Original Due Date	Revised Due Date	Date Closed		Action Item	Update	Responsibl
02 May 00	ABS	С			Closed 12/5/02		Evaluate potential to use a Delphi brake pressure sensor in the HCU for rear brake lights instead of the production brake switch. Determine if Delphi produces a pressure switch that would be more economical than the sensor.	Could potentially use extra outlet ports to mour existing brake switch. Russ Dudan (via T.	
23_Mav_02	ABS	С			CLOSED		Provide Delphi with "Concurrent Product and Process Delivery Methodology."	Information provided at 6/21/02 PDT at TRC.	Dudan
7-4un-02	ABS	С			CLOSED		Obtain Goldwing modulator for performance & tear down analysis and send to McCready.	Hardware given to T. McCready at 6/21/02 PDT.	Dudan
7-Jun-02	ABS	С			CLOSED	1	Provide Delphi (Marc Georgin) with raw material for tip seal development from current HB supplier. Also include material spec.	Material spec sent to Delphi, raw material not needed at this time.	Haas
7-Jun-02	ABS	С			CLOSED 1/23/03		degassed huid?	H-D still evaluating degassed fluid. Nissin does require key-on after bleed to fill secondary circuit. 12/5 Update: Need to have H-D cycle ignition and top-off reservoirs after EHCU initialization / secondary fill.	Dudan
7-Jun-02	ABS	С			CLOSED		check swell with DOT 5 fluid.	Seals delivered to R. Dudan at 6/21/02 PDT. Initial results presented at 7/18, details to be emailed to team.	Dudan
13-Jun-02	ABS	С			CLOSED		Order 7.2 plate unit for DOT5 fluid evaluations	Unit ordered.	Mooradian
13-Jun-02	ABS	С			CLOSED	E	build wiring harness for demo bike	Not needed - will use discrete wires.	Kopka
13-Jun-02	ABS	С			CLOSED	Ē	etermine spare I/O capability on ECU.	Presented at 7/18 PDT - one discrete input, one analog input.	Kopka

						Hayes Brake / Delphi Action Item List	
#	Date Opened	Category	oyc	Original Due Date	Revised Due Date Bate Closed	Action Item Update	Responsible
7	21-Jun-02	ABS	С		Closed 10/18/02	Create spec / work instruction for testing of competitive Draft finished, final revisions being made vehicles.	
38	21-Jun-02	ABS	С		CLOSED	Send info to Dudan on website for optical third wheel. Sent website address.	Sonnenberg
39	21-Jun-02	ABS	С		Closed 10/18/02	Send GRRF51 PDF file to team.	McCready
40	21-Jun-02	ABS	С		Closed 8/22/02	Discuss stots with Kopka. HB thinks a 2mm x 4mm stot Primary solution is to use Juarez stamper would be manufacturable. tone ring, no longer evaluating slotted role	d WSS McCready tor.
41	21-Jun-02	ABS	C		CLOSED 8/15/02	Provide seal specifications to HB so that they can make proper measurements after DOTS compatibility testing.	Georgin
42	21-Jun-02	ABS	С		CLOSED	Tell Russ Dudan why there are different pump seals that were sent to him. Same seals, go ahead and use seals from A-Way.	Whirl- Georgin
43	21-Jun-02	ABS	С		CLOSED 8/15/02	Look at service manual to see if there are any areas we Plan is to mount between swingarm and b should not mount the EHCU. tray.	Sonnenberg
¥.	21-Jun-02	ABS	С		Closed 10/18/02	Obtain a 50 Hz GPS unit for demo purposes. Report being written. Will use an optical s for demo bike and third wheels for the competitive evaluations.	ensor Weiss / Martens
45	18-Jul-02	ABS	С		CLOSED 8/15/02	Send packaging drawings to Mark Kopka in ProE Drawings sent. format.	Dudan

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#	Date Opened	Category	0/0	Original Due Date	Revised Due Date Date Closed	Action Item Update	Responsible
\$	18-Jul-02	ABS	С		Closed 11/11/02	Send test data from fluid compatibility testing to Delphi. Data for O-rings has been sent and evaluated by Delphi. Need to measure tip seals for swell. 11/11/02 Update: Measurements look OK. Joe Elliott will summarize data and forward to team. Seals do not appear to be a problem with DOT5 fluid.	
47	1-Aug-02	ABS	С		CLOSED 8/15/02	Send list of instrumentation needs for demo <i>bi</i> ke to R. Dudan / L. Schultz.	Sonnenberg
48	15-Aug-02	ABS	С		CLOSED 8/15/02	Determine expansion coefficient for hoses used on demo bike. .02 cc/ft @ 430psi; .10 cc/ft @ 1000psi; .14 cc/ft @ 1500psi	Haas
49	15-Aug-02	ABS	С		Closed 10/18/02	Send calipers with through-holes and longer bolts to mount WSS brackets to. Both right side calipers. To be installed in Mequon. R. Brown needs to provide info to HB on additional tapped hole in bottom of caliper and caliper offset needed for additional spacing of tone ring.	Abhold
50	15-Aug-02	ABS	С		Closed 12/5/02	Design bracket so that natural frequency is greater than need to keep in mind as production design or equal to 500 Hz. Determine why sensor bracket goes outboard of sensor. Need to keep in mind as production design constraint. No action required for development vehicle.	Brown
51	15-Aug-02	ABS	С		Closed 10/18/02	Provide brake pressure sensors to Delphii for use on demo bike (easier to package than Delphi sensors). Delphi will also need help with lever force/travel measurements. Need necessary cables/interface pieces as well.	Dudan
52	15-Aug-02	ABS	С		Closed 8/22/02	Talk to Kevin Lavigne about borrowing trailer for trip to Pick up trailer September 6th at the latest, as early as September 3rd.	Sonnenberg
63	15-Aug-02	ABS	С		CLOSED 9/5/02	Provide evac&fill data to Gwynn at H-D. Specifically, how long can vehicle sit after evac before fill. Test was run to evaluate. After 35 days of testing, unit still held a vacuum,	Georgin
54	22-Aug-02	ABS	С		Closed 10/18/02	Talk to Russ Dudan about a trunk for demo bike instrumentation. Not necessary. Riding in rain could be a problem, but other testing will be OK.	Sonnenberg

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#	Date Opened	Category	O/C	Original Due Date	Revised Due Date	Date Closed	Priority 3. II.	Action Item	Update	Responsibl
75 155	22-Aug-02	ABS	С			Closed 10/18/02		Develop bleed procedure for motorcycle.		Fulmer
56	22-Aug-02	ABS	С			Closed 10/18/02		Talk to Mick Olson about leaving class early and maintaining certification.	Certificates obtained!!!!!	McCready
IJ.	22-Aug-02	ABS	С			Closed 10/18/02		Talk to Russ Dudan about scheduling trip to Harley- Davidson in conjunction with trip to police bike school.	H-D doesn't want to talk to us until the demo vehicle is complete and ready to ride.	McCready
9 C	5-Sep-02	ABS	С			Closed 10/18/02		Determine volume of secondary circuits on DBC7.4	3.93 cc - entire secondary circuit for HCU. 1.96cc per circuit. These values are for an 8- valve HCU. Would expect these numbers to be lower for a 4-valve HCU.	Georgin
Section Comments	5-Sep-02	ABS	С		i	Closed 10/18/02		Convince Brian Waller to come to TCB to fix chamber.	Matt Manning will support fixing chamber.	Корка
60	5-Sep-02	ABS	С			Closed 10/18/02		Provide second ECU to B. Fulmer	Second ECU on bike. Both ECU's are functional.	Корка
äı	5-Sep-02	ABS	С		00,000	Closed 10/18/02	ē	Talk to E. Leophart about adding software to control amber waming lamp and two discrete inputs on ECU.	Software has not been added yet. DU will provide information.	Fulmer / Kopka
i2	5-Sep-02	ABS	С		Olout 40140000	Closed 10/18/02			Shirts given to Russ Dudan for disbursement.	Wan
33	5-Sep-02	ABS	С		Closed 10/18/05	Ciosed 10/10/02	Ţ	alk to S. Glabach about updating SAD for Dept. 389 "it can't be that painful")	SAD updated.	Kopka

Hayes Brake / Delphi Action Item List													
Date Opened	Category	QIC	Original Due Date	Revised Due Date	Date Closed	Priority	Action Item	update	Responsibi				
5-Sep-02	ABS	С			Closed 10/18/02		Create mechs of all instrumentation used on bike.	Mechs available through Mark Kopka as needed.	E SERVICE CONTRACTOR				
17-Sep-02	Motorcycle	С			22-Oct-03		Set up meeting with Maribeth Sipniewski and HB (Dan Haas & Pat Bartels) to discuss conelating customer wear to general durability wear.	9/29/03 - Received schedule information from Russ. 9/3/03 - Gabe Lucas has pulled together the Harley information. 6/12/03 - Hayes working to convert Harley schedules to same format. 5/22/03 - Data sent to Dudan/Bartels	J. Elliott				
17-Sep-02	Motorcycle	С			12-Jun-03		Get a Harley-Davidson on the schedule for the NVH group for noise measurement and analysis.	Kitt.Kit3. Initial data summany is complete. Root. 6/12/03 - Shih-Wei is done with floating rotor analysis. Hayes may propose as a P&A application. 5/29/03 - Develop clear plan for next steps and set up review with Harley to share results and next steps. 5/19/03 - Shih-Wei sent some presentation material	R. Brown				
17-Sep-02	Motorcycle	С			18-Nov-02		Check with Delphi E to find out how requirements are determined for powertrain systems.	to Bill Jacob that shows the work to date on the 11/18 - Response from Steve Buller - Specs on the ECM are also weak. H-D is relying on their suppliers to get the specifications where they need to be.	J. Efficit				
18-Sep-02	Manufacturing	С			3-Oct-02		Set up meetings between De(phi manufacturing engineering and HB (Russ Dudan et. al.) to review manufacturing processes / methods.	10/3 - Had plant tour and meeting at Hayes 10/1 - Frank and Alex are confirmed to meet with HB on 10/3 9/26 - Frank Pirrello volunteered to go in place of Bob Campbell - Trying to coordinate dates with 2 chiefs and Hayes. 9/25 - Left message with Russ - Oct 3, 4, or 18th nossible dates.	J. Elliott				
18-Sep-02	Supply Chain	С			6-Dec-02		Set up meeting with HB (Russ Dudan) and Delphi E&C purchasing to discuss suppliers, leveraging Delphi resources.	12/4 - Met with Darrell Lewis and Date Huff 11/21 - D. Lewis would like to meet with HB - can it be scheduled with DFMEA visit in December 10/1 - Purchasing to work with business team to understand the scope of the agreement 9/30 - D. Lewis wanted a signed copy of the agreement - referred him to Bruce Beck	J. Elliott				
18-Sep-02	Supply Chain	С			4-Dec-02	- 1	Does Delphi have a future material plan for aluminum - are we going forward with SSM, what alloys do we intend to pursue?	12/4 - Delphi decided not to pursue SSM after AEMP went out of business - went back to permanent mold with Stahl Specialty Company. For extruded parts, we are pursuing 4010 by Kaiser (extruded 356 cast alloy)					
18-Sep-02	Supply Chain	С			7-Feb-03		Rubber goods - who do we use as suppliers? What process do we have for incoming material validation and confirmation that we are receiving good parts from day to day.	12/4 - We get the majority of our rubber products in North America from Freudenberg NOK and some from QSR 11/21 - We can share information on our SPDP (supplier performance development process) 10/3 - HB is performing 100% visual inspection on incoming rubber materials. They would like to have	10744				
18-Sep-02	Supply Chain	C			7-Feb-03			their suppliers provide certifier material. Need to 2/13/03 - R. Dudan downloaded information from the delphi com site. 2/7/03 - Hayes is working to build SQ org. Hired Jerry Babcock as an SQE. Working to drive inspection back to their suppliers - would prefer to receive qualified materials. 12/4 - Dale Huff presented some information to Hayes.	J. Effiott				

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#	Date Opened	Category	Ġ/c	Original Due Date	Revised Due Date	Date Glosed	Priority	Action Item	Update	
73	18-Sep-02	Supply Chain	С			20-Mar-03		For five technologies - Can HB get preferred supplier lists, and can HB leverage Delphi in pricing activities. 1. Die casting 2. Gravity Casting 3. Rubber Products 4. Screw Machining 5. Stamping (caliper pistons) - HRS progressive die,	2/14/03 - We've traditionally made our own pistons. Beginning to buy these on the outside now from Niagara Piston. 2/7/03 - Elliott to follow up with Darrell Lewis about stampings - specifically caliper pistons. 12/4 - Met with D. Lewis and learned some recommended supplier names.	Responsib
74	18-Sep-02	Supply Chain	С			4-Dec-02		chrome and ground How does Delphi negotiate agreements in perishable tools.	11/21 - Darrell can share information during Haws. 12/4 - Delphi will generally pay for 1st set of tools busupplier is required to maintain/replace their tooling 11/21 - Can discuss in December	t i
6	18-Sep-02	Motorcycle	С			1-Nov-02		Set up a meeting between HB (Bill Jacob and Korey Johnson) and Delphi NVH engineers (Mike Riehle, Shih Wei Kung) to discuss predictive techniques.	methodology 10/31-11/1 10/18 - Tentatively scheduled for 10/31-11/1 to work with Shih-Wei Kung in Dayton Intent is to have 1-2 weeks where HB visits Dayton to see how we handle a typical noise program -	R. Brown
6	18-Sep-02	Motorcycle	С			4-Dec-02		Send example of a DFMEA & DVP&R to HB (Dan Haas, Tim Abhold)	Indimarity software interactions. 12/4 - Had DFMEA workshop in Dayton for the future floating caliper. Got through block diagram definition and component functions. Hayes to work independently - future review will be scheduled as work is completed. 11/18 - Intended to have a DFMEA workshop on 11/14, but there was not enough time available.	J. Elliott
7	18-Sep-02	Motorcycle	С			18-Nov-02		Schedule Design review for October 22-23 in Dayton and send out agenda.	Tentatively have workshop scheduled for 12/4/07 10/29 - Review complete - J. Elliott to send summary sheets to R. Dudan - information on what is required for gate pass. 10/14 - Review scheduled for 10/29 at the Tech Center - Dayton Design review will be divided into 3 sections System (Overview, background, regimts,	J. Elliott
8	18-Sep-02	Motorcycle	С						modelica) 1/15/04 - Close item - open new item as MEOST plan under ABS action items. 12/4/03 - Reviewed data generation plan with Hayes. Tim to send Harley usage information. 11/6/03 - Using system model to develop a MEOST plan. 9/29/03 - Received Hayes recommendations for	J. E∦iott
9	18-Sep-02	Motorcycle	С			4-Dec-02	ŀ	(HBMC) to Delphi for review prior to Dayton design review.	decided foods for the control for the DFMEA workshop. 11/18 - Need to have some detailed caliper information for the DFMEA workshop. 10/29 - Math model wasn't required for design review - powerpoint presentation was sufficient	D. Haas
Ð	3-Oct-02	Manufacturing	С			7-Feb-03	k	Contact Fred Smidler to get information regarding caliper/master cylinder tests in manufacturing especially re: leak testing)	2/7/03 - Test equipment information was communicated during Saltillo plant tour.	J. Elliott
1	3-Oct-02	Manufacturing	С			7-Feb-03		Share information about seal lube techniques - types of automated equipment, materials, specifications.	2/7/03 - Test equipment information was communicated during Saltillo plant tour.	F. Pirrello

	Hayes Brake / Delphi Action Item List												
#	Date Opened	Category	G/C	Original Due Date	Revised Due Date	Date Closed	Priority	Action Item	Update	Responsibl			
82	3-Oct-02	Manufacturing	С			23-Apr-03		Share information on extruded aluminum material specs/alloys for potential usage on master cylinder cartridges.	4/17/03 - Elliott to forward contact information to Me Soik. Need phone number from Al Vennemeyer. 3/19/03 - Sent information from Al Vennemeyer to Russ. 3/6/03 - Elliott to send information from Frank Pirrello's group	The state of the s			
83	3-Oct-02	Manufacturing	С			7-Feb-03		Share machining coolant specification with H8	2/7/03 - Material spec information passed along at Sattillo by Gerardo. One observation is that the operators are careful to manually blow off parts into the machine center cabinets to allow the mist collectors to capture the coolant. 12/16 - How is escaping mist controlled at the machining center.	F. Pirrello			
84	3-Oct-02	Manufacturing	С			6-Mar-03		Provide information / vendor name for aluminum chip compaction equipment.	10/3 - HR is using an all hased realast - near sumn. 2/2/24/03 - E-mailed document from Chuck Peck comparing briquetting systems and the rationale behind Delphi's selection. 2/7/03 - Elliott to follow up with Frank Pirrello	F. Pirrello			
85	3-Oct-02	Manufacturing	С			17-Apr-03		Look into providing an equipment specification example Kitamura machining center.	HX500i CNC's (dated 2/14/03) to Russ. 3/20/03 - Alex has something - will be sending it out soon. 2/25/03 - Alex will put together a document for Hayes. 10/3 - HB is trying to standardize their equipment	A Lee			
86	3-Oct-02	Manufacturing	С			10-Apr-03		Allow HB to attend a future VSM workshop in one of our manufacturing locations.	3/20/03 - Bill gave some recommended dates, April 9/10 is best. Elliott to work out the details and pass information along to Hayes. 3/6/03 - Elliott to foilow-up with Bill Baker. 2/25/03 - Elliott spoke to Jimmie Mills and left a message for Bill Baker to try to get Hayes team into	J. Effott			
97	3-Oct-02	Manufacturing	С			6-Mar-03		product flow	awarkshop with followarin 2/25/03 - Sent information from Alex Lee to R. Dudan and M. Treager. 2/7/03 - Observation of Saltillo is that there were no shot clocks for managing work flow. The observation is that they used a "water spider" to make sure that each operation had product to work on.	A. Lee			
38	3-Oct-02	Manufacturing	С			29-Sep-03	- 1	present matn-based material removal simulation (for master cylinder cartridges)	9/29/03 - Closed action item. Opened new item #34 to cover the tryouts in Mequon. 9/15/03 - Precon purchase order has been issued - DCS 99062. Precon to contact Hayes to pass along tool detail information. 9/11/03 - Matt to order Kaiser material 9/4/03 - Precon visit to Hayes to present proposal.	J. Elliott			
19	3-Oct-02	Manufacturing	С			14-Feb-03		inspection system.	Mill herin sharing oreliminant information with 2/14/03 - This was originally discussed in the context of checking SSM master cylinders for defects as we were helping AEMP during their shutdown. Might be good for incoming casting inspection. www.quasarintl.com	F. Pirrello			
Ю.	3-Oct-02	Manufacturing	С			8-Nov-02	-		11/8 - Alex Lee provided information on the PCDM process.	A. Lee			

	3					ł	layes Brake / Delphi Actio	miltem List	
#	- Date Opened -	Category	O/C	Original Due Date Revised Due Date	- Date Closed	Fronty Pro	Action Item	Update	
5	3-Oct-02	Manufacturing	С		7-Feb-03		Set up plant tour of a Delphi facility	27703 - Sattillo tour occurred on 1/16/03 12/9 - Set preferred date, trying to coordinate with Alox Lee 11/18 - Have approvat to visit Delphi Saltillo Mexico manufacturing facility in January. Need to coordinat date with the Hayes Brake team.	Responsible J. Elliott / Alex Lee
92	5-Oct-02	Opportunities	С		8-Apr-04		P&A Brake/Clutch Line Opportunities	quote on hoses only? 1/15/04 - Hayes to put together? source terminations overseas 12/4/03 - HB is actively looking for hose suppliers now - immediate opportunity. (Who makes fittings for Goodridge) 11/6/03 - 2006 - HB to supply Dyna front lines.	Elliott
93	18-Oct-02	ABS	С		CLOSED 3/6/2003		Talk to Dennis Grisez about togistics for Delphi / Hayes / H-D visits to TRC. Add Phoenix,	Need to find a building to work out of. Steve P. will plan for lunch.	Sonnenberg
3	18-Oct-02	ABS	С		Closed 10/30/02		Build outriggers for demo bike.	Outriggers delivered to TRC 10/30/02.	Jacob
5	24-Oct-02	Motorcycle	С		25-Oct-02		Does Delphi measure seal groove surface finish. If so, what is the spec and how do we measure. (Dan Haas)	10/25 - Received call from Larry Baldwin. Delphi does not specify seal groove finish. We only specify surface finish if we want to force a secondary operation. Left message with D. Haas with information and asked why Hates is specifying finish.	J. Effiott
8 9 1	29-Oct-02	Manufacturing	С			- 1	What are the test parameters and requirements for Delphi's master cylinder air test leak test high and low pressure	3/31/04 - E-mail to Matt Solk with tester information. 3/30/04 - Wendy DeShon sent the test time information. 3/25/04 - Would like to finish by next week - wed. 1/14/04 - Sequence and pressures are captured, Wendy Albrecht and Bill Van Doren working on	J. Elliott
9	29-Oct-02	Supply Chain	С		7-Mar-03	(revelop ballpark estimates of how much Delphi would expect it to cost.	Delphi recommended suppliers 3/7/03 - Had review with J. Limpach. Passed along Delphi estimate and will follow-up with Delphi parts for Hayes to study. 2/24/03 - Elliott to set up net-meeting with Hayes on 3/7/03.	Limpach Attenweiler
98	29-Oct-02	Motorcycle	С		9-Oct-03	1 1 2 2 0	suckiey Ne do symmetrical pads, pistons - Hayes generally loes not - They would be very interested to know how ve do it. Compare notes for component design manuals -	Hayes (Russ, Nick Ginster). 10/8/03 - Held design review at Hayes. Action items. 25, 41, 44 are the follow up items. 8/20/03 - Design review for Sept 4&5 - look at agenda for best use of time. 8/12/03 - Plan on design review for 6/26/03 with pre-	HT Chang Schlangen
98	29-Oct-02	Motorcycle	С		4-Dec-02		Share DFMEA software from the Advanced Group being used for the electric caliper)	meeting on 8/25. Heas to publish meeting ontice 12/4 - Decided to use Microsoft Excel spreadsheet I version of DFMEA template. Preliminary copy was given to Hayes after workshop. 11/18 - Software will be shared during DFMEA workshop - tentatively scheduled for 12/4	Elliott

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#	Date Opened	Category	0/0	Original Due Date	Revised Due Date	Date Closed	Action Item Update	Responsible
100	29-Oct-02	Motorcycle	С			4-Dec-02	Delphi to review Hayes Brake DFMEA to offer suggestions 11/18 - Review will occur on at 12/4 DFMEA workshop.	Elliott
101	29-Oct-02	Matorcycle	С			7-Feb-03	Compare notes for component design manuals - Question was: how do you design a new lip seal from scratch.	Schlangen
102	29-Oct-02	Motorcycle	С			4-Dec-02	Share LACT data (speeds/decel/energy profiles) 12/2 - Complete 11/18 - Working with Mike Lee to get information to Hayes Brake	M8 / Gillespie
103	29-Oct-02	Matorcycle	С			4-Nov-02	Amesim contact information to Bill Jacob - for hydraulic 11/4 - Provided contact information for Russ Dudan system modeling	Elliott
104	29-Oct-02	Motorcycle	С			29-Oct-02	Give copy of quality customer interface (qci) qs9000 10/29 - Divisional procedure 272 given to HB after design review	Attenweiler
105	29-Oct-02	Motorcycle	С			12-Nov-02	copy of design review summary sheets 11/12 - PDR next steps e-mailed to Russ 11/6 - Design review Information faxed to Russ.	Elliott
106	29-Oct-02	Motorcycle	С			7-Feb-03	In-depth review of caliper design process / rubber expert / interaction of seals. 2/7/03 - combined into action item #10	Elliott
107 107	30-Oct-02	ABS	С			CLOSED 1/23/02	Develop total test plan for DOT5 fluid compatibility. Presented to H-D 1/15/03	Elliott
106	30-Oct-02	ABS	С			CLOSED 1/9/03 (Plot data per B. Fulmer's direction prior to H-D review on 11/13.	Richards

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#	Date Opened	Category	O/C	Original Due Date	Revised Due Date	Pale Closed	Action Item Update	Responsible
109	30-Oct-02	ABS	С		20 00	50-dao-82	Understand MVSS requirements for ABS failure modes. 9/29/03 - Received 8/7/03 - Russ has latest version of ADR from H-D 7/31/03 - Harley doesn't have latest version, Elliol order copy from DoTARS. 6/12/03 - Dan Haas to get latest version from Bjor Christensen. 5/15/03 - Dan Haas to forward a copy of the Austratian Design Bulgs (ADR 33 for motorcycle	· ·
110	30-Oct-02	ABS	С		01 0000 40000	CLOSED Halos	Determine if H-D has specific requirements for ABS on sidecar-equipped Softail's or Dyna's, sidecar-equipped-vehicles.	Đươan
111	30-Oct-02	ABS	С		0000017	מרספה וועפונס	Discuss commercial items for ABS with Steve P. including stand-alone WSS and ECU. Guidance pricing presented to H-D by Steve P. including stand-alone WSS and ECU.	Kopka / Elliott
112	30-Oct-02	ABS	С		CLOSED 4/23/03	2007	Provide Russ / H-D with personal safety gear requirements for ride.	McCready
113	30-Oct-02	ABS	С		Closed 12/5/02		Work on moving 11/13 ride to somewhere warm, or make TRC a warm place in January.	Elliott / McCready
14	30-Oct-02	Opportunities	С		7-Eeh-03		Rear Pressure Control for Trailer Applications Closed - Sent RPC specs and packaging information to J. Buckley	Elliott
115	6-Nov-02	Opportunities	С		7-Feb-03		Electric Rear Caliper for Motorcycle 12/4 - Alan Lee / Mark Depoyster met with Hayes. Nothing to follow up on in the short term. 11/20 - Alan Lee would like to have informal meetir during Hayes visit to Dayton on 12/4 11/20 voice mail and e-mail to Alan Lee 11/7 sent e-mail message to Depoyster	Efficitt g
116	11-Nov-02	ABS	С		CLOSED 1/9/03		Obtain specs that DE is using for environmental conditions. Butter will provide summary spreadsheet of environmental conditions.	Elliott / McCready
117	11-Nov-02	ABS	С		CLOSED 1/9/03		Determine if outriggers have negatively impacted the stability of the vehicle. Understand if head shake exists under high decel. Stops after 3-5 seconds without outriggers. Headshake exists with and without outriggers under high decel. Stops after 3-5 seconds without ABS, but not sure what might happen with ABS due to ABS system failure.	McCready / Schultz

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#	h Date Opened	Category	O/C	Original Due Date	Revised Due Date	, Date Closed	Priority, and a	Action Item	Update	Responsible
118	14-Nov-02	Motorcycle	С			9-Dec-02		Get cost estimate for LACT on a motorcycle	11/20 - Use \$1.50 per mile (may run 1000, 3000, or 5000 mile schedules) - HB would like to understand comparison to Talladega durability and have business award prior beginning test. 11/18 - Following up with the vehicle test group	Effott
110	14-Nov-02	Motorcycle	С			18-Nov-02		GM Foundation Braking Specification Table of Contents	11/18 - sent	Elliott
120	14-Nov-02	Motorcycle	С			22-Apr-03		Flat track noise schedule to Hayes (modified BSL-042 / Isuzu)	4/22/03 - Procedure shared with Russ. 3/20/03 - Waiting for response from Bill Myers 3/56/03 - Elliott to get copy of procedure for benchmarking purposes. 2/13/03 - Harley-Davidson has allowed Hayes to demonstrate noise improvements based on a dyno test.	Eiliott
2	14-Nov-02	Motorcycle	С			23-Oct-03		VT104 Test Procedure to Hayes	10/23/03 - Sent information to Russ and Tim. 9/26/03 - Elliott to send explanation. 5/15/03 - Set up review with Hayes to talk about data filtering during next trip to Hayes. 4/17/03 - Pedal feel spec template incorporated in next version of Hayes system spec. 3/20/03 - Need to explain schedule next time at	Elliott
122	18-Nov-02	Opportunities	С			19-May-04		Tandem Master Cylinder for 4 wheeled utility vehicle	Hanne 5/19/04 - HB looking at other sources. Delphi doesn't have anything small enough. 4/8/04 - Do we have any 17 or 19mm in production- send spreadsheet to Russ. 3/11/04 - Price too high, mounting not quite right. HB working on a new design. 11/6/03 - The easy-go system is being sold now?	Elliott
123	5-Dec-02	ABS	С			CLOSED 1/9/03		Provide pipe requirements to T. Abhold to redo routing on demo bike.	More opportunities for fusiness upcoming. Pipes should arrive soon.	Sonnenberg
124	5-Dec-02	ABS	С			CLOSED 1/9/03		Provide ASCII-data to M. Sonnenberg	·	Schultz
125	5-Dec-02	Opportunities	С						4/14/03 - S. Pfeifenberger informed me that Pete Nelson is working with snowmobile and ATV mfg's to determine the market size for ABS. 2/7/03 - Have Polaris brake data. Waiting until H-D ABS and winter testing are done before taking next step on vehicle. 12/16 - work with Pfeil 12/15 - Requested brake and webicle information from	Elliott
126	9-Jan-03	ABS	С			31-Oct-03	ļ,		10/31/03 - Verified that new accumulators are working properly. Baseline testing to begin 11/3.	Georgin Borgemenke Lloyd

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#	Date Opened	Category	O/C	Original-Due Date	Revised Due Date		Action Item	Update	
127	9-Jan-03	ABS	С		CLOSED 1/23/03	CECOSED 1723703	Make sure that Juarez has patents on WSS application.		Responsible McCready
128	15-Jan-03	ABS	С		CLOSED	3/6/2003	Provide Connie Stewart with "mu" information on surfaces used for development.		Sonnenberg
129	15-Jan-03	ABS	С		22-Anr-03			4/22/03 - List of sales features sent to Russ. 4/3/03 - Tom & Joe to meet on Monday 4/7 1:00p 3/20/03 - McCready/Elliott to put together list prior to April ride. Scott Allman needs presentation information to put into his review for the executives. Original plan was to update prior to H-D executive ride. However, John Baker is putting together his product plans prov.	McCready / Elliott
18 0	23-Jan-03	ABS	С		CLOSED 2/4/03		Delphi.	Sonnenberg had agreement drawn up.	Sonnenberg
131	23-Jan-03	ABS	С		CLOSED 2/4/03		Build spare modulator for ride at ATC. M12x1 1/4*ID for inlets, M10x1 3/16*ID outlets, all ISO flare.	Shipped to TCB 2/3/03	Georgin
132	23-Jan-03	ABS	n		CLOSED 2/4/03		Ship tires, rotors, and linings to ATC by 31JAN03.	Shipped	Dudan
133	23-Jan-03	ABS	С		CLOSED 2/4/03		Provide shipping address for ATC to Dudan		Sonnenberg
134	4-Feb-03	ABS	С		CLOSED	1 1	Prepare ride overview - riding with outriggers, surfaces available, how to evaluate ABS, how to brake, how to ride on surfaces		Sonnenberg
135	4-Feb-03	ABS	С		CLOSED	Ł li	Check on polished concrete - when wet is this close to ennite?		Sonnenberg / Fulmer

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#	Date Opened	Câtegory	ΘÆ	Original Due Date	Revised Due Date	Date Closed	Priority	Action Item	Update	Responsible
406	4-Feb-03	ABS	С			CLOSED 3/6/2003		Make reservations for restaurant at Bahama Breeze.		Fulmer
137	7-Feb-03	Motorcycle	0		29-Apr-05		L	Lining life / noise benchmarking in LA	1/6/05 - Hayes to run Jaso 427 11/18/04 - Dan to discuss with Wellman - get an estimate of time from Wellman 10/7/04 - HB to find out if Wellman has the data. 9/22/04 - Received information from AI Elger - not quite what we need. Looking for wear vs temp data. 9/15/04 - Sent JASO procedure to Dan	D. Haas
138	7-Feb-03	Manufacturing	С			5-May-03		Get details on Saltillo "target chart"	RH9004. Doc Haas to follow up. Needs lose 427 5/5/03 - Forwarded to Russ 4/22/03 - Left follow-up message with Gerardo Casas. 3/20/03 - Esteban Obregon is the person in Saltillo with the information. He will provide the chart when he returns from vacation on 3/24. 3/6/03 - R. Dudan going through photos from Saltillo	J. Elliott
139	7-Feb-03	Supply Chain	С		:	14-May-03		Asian Suppliers	2/24/03. Mead to get the obtot from Hause Reaks to 5/44/03. Response sent to Charlie Parker 5/6/03. Stanley expects to respond by early in week of 5/12. 6/5/03. Sent follow-up message to Ellen Gu. 4/30/03. Sent follow-up message to Stanley Wu. 4/17/03. Charlie waiting for information (contact names / addresses). Elliott to follow up if no	J. Elliott
4	7-Feb-03	Motorcycle	С			12-Jun-03		Set up пехt design review	Information by A175 5/12/03 - Design review being tracked under action item #10 4/17/03 - Hayes would like to see drawings of ours for similar products to review GDT's and datums. 3/20/03 - Dudan / Elliott to map out support milestones. 2/7/03 - Elliott to put together the agenda for the next	Elliott
141	7-Feb-03	Matorcycle	С					Set up next DFMEA review.	health sustant destine region. Timing will depend on 12/18/03 - HB to schedule review as required. 12/4/03 - Message to Nick to find out if HB is ready for review. 9/4/03 - Nick Ginster will send the current DFMEA to Elliott, Leist, and Chang. Delphi will review and return with comments. 8/20/03 - Go through caliper summary during the	Elliott
142	20-Feb-03	Opportunities	С					Bearing with an integral wheel speed sensor for Harley- Davidson	design coview fluct the biobliothet 4/10/03 - Business team is interested in the product. Trying to get samples made for possible demo on next vehicle. 3/6/03 - Elliott to follow up with Hoke 2/21/03 - J. Lehner to send math data to Sandusky 2/20/03 - Elliott spoke to Roger Hoke to find out if Sandusky team is interested in this product.	Elliott / Hoke
143	24-Feb-03	Motorcycle	С	-		25-Feb-03		Scott Leist to get test parameters for heavy duty stroke test	3/21/03 The heavy duty stroke test for seals (DM-728) - total of 95,000 cycles which runs at rates of 1000 cph hot and 500 cph cold - it takes 120 hours running continuously. With various down times, this test should take no longer than 7-8 days to run. The heavy duty stroke test for boots (DM-732)	Leist
144	6-Mar-03	Manufacturing	C			30-Jul-03		Hydropiercing of compensation and bypass holes in the master cylinder. Is this a proprietary process, what material thickness is required?	6/19/03 - Message back from Conrad. Delphi is not interested in licensing the technology at this time. 6/17/03 - E-mail to Conrad Sutherland. 5/27/03 - Spoke to Pirrello, Flanagan, Sutherland. Will be discussed in 5/28 Product team meeting. 5/5/03 - Forwarded question about information	J. Elliott